

# Appendix H: Sample Nonprofit Corporation Road Association Bylaws

## BYLAWS OF LAKE DRIVE IN NOWHERE OWNERS ASSOCIATION

### ARTICLE I

The name of the corporation shall be Lake Drive in Nowhere Owners Association.

### ARTICLE II

The purpose for which the corporation is organized is the owning, improving and maintaining the deeded common areas and/or facilities, storm water control facilities, Lake Drive in Nowhere, Maine and engaging in such other activities as may be to the mutual benefit of the Members. It shall be a limited nonprofit private mutual benefit corporation pursuant to the laws of the State of Maine in Title 13-B. The common areas and/or facilities, storm water facilities, and Lake Drive are described in the Boundary Survey of Lake Drive, Nowhere, Maine recorded in the Kennebec County Registry of Deeds in Plan File # \_\_\_\_\_, Sheet \_\_\_\_\_.

### ARTICLE III

The Members of the corporation shall be limited initially to the owners, their heirs and assigns, of six (6) Lots abutting said Lake Drive as shown on said Plan consisting of:

\_\_\_\_\_ and \_\_\_\_\_, Lot 1, whose deed is recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ in said Registry;

\_\_\_\_\_, Lot 2 whose deed is recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ in said Registry;

\_\_\_\_\_ and \_\_\_\_\_, Lot 3, whose deed is recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ in said Registry;

\_\_\_\_\_ and \_\_\_\_\_, Lot 4, whose deed is recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ in said Registry;

\_\_\_\_\_, Lot 5, whose deed is recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ in said Registry; and

\_\_\_\_\_ and \_\_\_\_\_, Lot 6, whose deeds are recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ and Book \_\_\_\_\_, Page \_\_\_\_\_.

The land of \_\_\_\_\_ shown on said Plan as Lot 7 shall not have membership and rights and obligations in this Association until such time as that land and/or a portion of that land has located thereon a dwelling and/or a new lot which uses \_\_\_\_\_ Drive as its primary access. If and when such a dwelling and/or lot is created, its record owner will become a member of the Association and the number of Members will be increased to seven (7).

The holder or owner of a security interest only, such as a mortgagee, shall not be qualified to be a Member.

### ARTICLE IV

**The corporation shall have perpetual existence.**

### ARTICLE V

The affairs of the Association shall be managed by the Members at membership

meetings. Members shall elect a President, Secretary and a Treasurer annually who shall serve as Directors between membership meetings on such matters as delegated by the Members. The duties of the officers shall be as prescribed by these bylaws.

#### ARTICLE VI

The names of the officers who are to serve until the first election under these Bylaws shall be:

_____	President
_____	Secretary
_____	Treasurer

Said officers shall serve until August 1, 2009, before which the officers shall call with not less than fifteen (15) days notice a meeting of the Members to conduct the first election of officers who shall serve until the annual meeting in October, 2009.

#### ARTICLE VII

The Association shall hold an annual meeting in October of each year to elect officers and conduct business and shall hold other meetings as necessary.

#### ARTICLE VIII

At all meetings and elections, all the Members may cast only one vote for each residential dwelling owned and all such units owned by tenants in common or joint tenants may cast only one vote as a group for each lots owned. For any vote to be effective on any issue, there must be a vote in favor of the decision of at least two-thirds (2/3) of the Members.

#### ARTICLE IX

The bylaws of the corporation may be amended, altered or rescinded only by two-thirds (2/3) of the Members at an annual meeting.

All amendments shall not become effective until recorded in the Kennebec County Registry of Deeds.

Amendments may be proposed by any Member.

#### ARTICLE X

##### Officers

Section 1. Officers. The officers of the Association shall be a President and a Secretary/Treasurer. They shall take office immediately after election.

Section 2. The President. The President shall be the chief executive officer of the Association, and shall perform such other duties as from time-to-time may be assigned to him by the Members. The President shall be ex officio a Member of all committees.

Section 3. The Secretary and Treasurer. The Secretary shall keep the minutes of all the Members' and Officers' meetings and the Treasurer shall have the custody of all the receipts, disbursements, funds, and securities of the Association. They shall perform all duties incident to the office of Secretary or Treasurer and shall perform such other duties as may from time-to-time be assigned by the Members or the President.

Section 4. Registered Agent. The Members shall appoint a Registered Agent for the Association who shall serve until replaced and who need not be a Member, but who must be a Maine resident, and whose duties shall be limited to those provided by Maine law.

#### ARTICLE XI

##### Meetings of Members

Section 1. Annual Meetings. There shall be an annual meeting of the Members of the Association each October at such place as may be designated in Readfield, Maine of each year. Notice for such meeting shall be given three (3) weeks in advance.

Section 2. Special Meetings. Special meetings of the Members shall be held whenever called by the President or by at least four (4) Members. Three (3) weeks notices shall be given

to all Members.

Section 3. Proxy. Votes by Members may be cast in person or by written proxy by any Member, with only one vote for each lot owned as provided for in Article VIII.

Section 4. Quorum. A quorum shall consist of at least four (4) Members either in person or by proxy, and it shall take two-thirds (2/3) vote of the Members to decide any question that may come before the meeting.

#### ARTICLE XII

Section 1. Qualifications. Only persons qualified to be Members under Article III shall be Members.

Section 2. Members. A Member shall have no vested right, interest, or privilege of, in, or to the assets, functions, affairs, or facilities of the Association, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after Membership ceases.

#### ARTICLE XIII

Section 1. The Association shall have the right and power to subject the property of its Members to an annual subdivision maintenance fee and charge.

Commencing November 15, 2009, and on the same day of each year thereafter, each owner of a lot with a substantially complete residence, shall pay in advance, the maintenance fee and charges and such payments shall be used by the Association to create and continue a Maintenance Fund to be used by the Association as hereinafter stated. The Association may vote to access the maintenance fee and charges in installments and to set the due date for such installments. The charges will be delinquent when not paid within thirty (30) days after they become due.

The annual maintenance charge may be adjusted from year-to-year by the Members as the common area, storm water management facilities and road maintenance needs in its judgment may require and shall be asserted equally and for the same amount for each residential dwelling unit.

Section 2. The maintenance charge shall be used for improving and maintaining the said common areas, road, drainage and storm water management facilities and the sight distances on the curves and intersections of the roads. It shall also be used for providing liability insurance coverage for the Association, its Members and Officers and the costs of consultants.

#### ARTICLE XIV

The Association shall have the power and authority to enforce and collect said maintenance fees by any action including actions at law and equity, and including attachment of Members' property. Members who are in default of their fees shall also be liable to the Association of reasonable interest and late charges set in advance by the Association and for the Association's reasonable costs of collection, including but not limited to, attorney's fees and costs. The maintenance fees shall constitute a lien upon the land of the Members and shall run with the land.

#### ARTICLE XV

##### Insurance

The Association shall maintain in full force and effect a general liability insurance policy for the benefit and protection of the Association, its officers and Members. It shall cover all land, common areas, facilities, equipment, and activities owned, operated and/or maintained by the Association as well as personal property and all acts performed for the Association. It shall have a face amount which shall be determined from time to time by the Membership. Costs of insurance shall be a part of the maintenance fee.

#### ARTICLE XVI

##### **Indemnification of Officers and Members**

Each officer, member and employee of The Corporation shall be indemnified by The Corporation to the extent of insurance coverage against expenses, including attorneys' fees,



Dated: May \_\_\_\_\_, 2009 \_\_\_\_\_

Dated: May \_\_\_\_\_, 2009 \_\_\_\_\_

Dated: May \_\_\_\_\_, 2009 \_\_\_\_\_

State of Maine  
County of \_\_\_\_\_, 20\_\_\_\_

Then personally appeared the above named \_\_\_\_\_ and  
acknowledged the foregoing instrument to be his free act and deed.

Before me,

\_\_\_\_\_  
Notary Public/Attorney-at-Law  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
.  
.  
.

State of Maine  
County of \_\_\_\_\_, 20\_\_\_\_

Then personally appeared the above named \_\_\_\_\_ and acknowledged  
the foregoing instrument to be her free act and deed.

Before me,

\_\_\_\_\_  
Notary Public/Attorney-at-Law  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_